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Exhibit D
Proposed Order

James Mesterharm
AP SERVICES, LLC
909 Third Avenue
New York, NY 10022
(212) 490-2500
jmesterharm@alixpartners.com

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

Bankruptcy Case
No. 19-30088 (DM)

In re:

Chapter 11

PG&E CORPORATION,

(Lead Case)

- and -

(Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**[PROPOSED] ORDER APPROVING
APPLICATION OF AP SERVICES, LLC
FOR APPROVAL OF SUCCESS FEE**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Upon the Application (the “Application”) of AP Services, LLC for entry of an order approving a success fee in the amount of \$8,000,000 (the “Success Fee”); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having determined that notice of the Application provided by AP Services, LLC was adequate and sufficient under the circumstances and that no other or further notice of the Application need be provided; and this Court having reviewed the Application and the record before the Court; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** as follows:

1. That the Application by AP Services, LLC for approval of the Success Fee is hereby granted, approved and allowed; and

2. That AP Services, LLC shall be awarded its Success Fee in the amount of \$8,000,000.00, which amount shall be paid by the Debtors to AP Services within three (3) business days of the entry of this Order.

**** END OF ORDER ****